

KEURIG GREEN MOUNTAIN, INC.
Form SC 13D/A
February 13, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

KEURIG GREEN MOUNTAIN, INC.
(Name of Issuer)

Common Stock, par value \$0.10 per share
(Title of Class of Securities)

49271M100
(CUSIP Number)

Bernhard Goepelt
Senior Vice President, General Counsel and Chief Legal Counsel
The Coca-Cola Company
One Coca-Cola Plaza
Atlanta, Georgia 30313
(404) 676-2121

(Name, address and telephone number of person authorized to receive notices
and communications on behalf of filing persons)

Copy to:
Martha E. McGarry, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000

February 11, 2015
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

CUSIP No. 49271M100

1. NAME OF REPORTING PERSONS
The Coca-Cola Company
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
OO
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
25,868,016
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
25,868,016
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
25,868,016
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.0%
14. TYPE OF REPORTING PERSON
CO

CUSIP No. 49271M100

1. NAME OF REPORTING PERSONS
Atlantic Industries
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
WC
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
25,868,016
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
25,868,016
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
25,868,016
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.0%
14. TYPE OF REPORTING PERSON
CO

Preamble

This Amendment No. 2 (this "Amendment No. 2") amends and supplements the Schedule 13D filed by Atlantic Industries, a corporation organized and existing under the laws of the Cayman Islands ("Atlantic") and indirect wholly owned subsidiary of The Coca-Cola Company ("TCCC", and together with Atlantic, the "Reporting Persons"), with the Securities and Exchange Commission on March 10, 2014, as amended (the "Statement"), relating to shares of common stock, \$0.10 par value per share ("Common Stock"), of Keurig Green Mountain, Inc. (the "Issuer"). This Amendment No. 2 is being filed jointly by the Reporting Persons. Unless otherwise indicated herein, capitalized terms used herein but not defined herein have the meanings ascribed to them in the Statement.

Items 2, 3 and 5 of the Statement are hereby amended and supplemented to add the following:

Item 2. Identity and Background.

Certain information with respect to the directors and executive officers of the Reporting Persons is set forth in Schedule A attached hereto, including each director's and executive officer's business address, present principal occupation or employment, citizenship and other information.

Item 3. Source and Amount of Funds or Other Considerations.

On February 11, 2015, Credit Suisse Capital LLC ("CS") delivered to the Atlantic an aggregate of 6,378,286 shares of Common Stock pursuant to a previously disclosed letter agreement, dated as of May 12, 2014, between Atlantic and CS (the "Agreement") for a total acquisition cost of \$830,371,993. All such purchases were made using Atlantic's cash on hand.

Item 5. Interest in Securities of the Issuer.

(a)–(b) As of the date hereof, the Reporting Persons beneficially own an aggregate of 25,868,016 shares of Common Stock, all of which are held by Atlantic. As the ultimate parent company and controlling shareholder of Atlantic, TCCC may be deemed to share with Atlantic voting power and dispositive power with respect to the 25,868,016 shares of Common Stock held by Atlantic. The aggregate number of shares of Common Stock that may be deemed to be beneficially owned by the Reporting Persons represents approximately 16.0% of the currently outstanding Common Stock of the Issuer (based on the 161,675,100 shares of Common Stock that were issued and outstanding as of January 29, 2015, as reported in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on February 4, 2015). To the best of the Reporting Persons' knowledge, none of the persons named in Schedule A beneficially owns any Common Stock.

(c) The 6,378,286 shares of Common Stock were acquired by Atlantic on February 11, 2015 pursuant to the Agreement at a price per share equal to \$130.3792. Except for the shares purchased pursuant to the Agreement, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the persons listed on Schedule A has effected any transactions in the Common Stock during the past 60 days.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE COCA-COLA COMPANY

Dated: February 13, 2015

By: /s/ Kathy N. Waller
Name: Kathy N. Waller
Title: Executive Vice President
and Chief Financial Officer

ATLANTIC INDUSTRIES

Dated: February 13, 2015

By: /s/ Kathy N. Waller
Name: Kathy N. Waller
Title: President and Chief
Financial Officer

SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY AND ATLANTIC INDUSTRIES

Set forth below is the name, business address and present occupation or employment of each director and executive officer of The Coca-Cola Company ("TCCC") and Atlantic Industries ("Atlantic"). Except as indicated below, each such person is a citizen of the United States. None of the directors or executive officers named below beneficially owns any Common Stock of Keurig Green Mountain, Inc. (formerly known as Green Mountain Coffee Roasters, Inc.). Directors of TCCC or Atlantic who are also executive officers of TCCC or Atlantic are indicated by an asterisk. Except as indicated below, the business address of each executive officer of TCCC or Atlantic is One Coca-Cola Plaza, Atlanta, Georgia 30313.

DIRECTORS OF THE COCA-COLA COMPANY

| NAME | PRINCIPAL OCCUPATION OR EMPLOYMENT | ADDRESS |
|-------------------|---|---|
| Muhtar Kent* | Chairman of the Board of Directors, President and Chief Executive Officer of The Coca-Cola Company | |
| Herbert A. Allen | President, Chief Executive Officer and a Director of Allen & Company Incorporated, a privately held investment firm | Allen & Company Incorporated 711 Fifth Avenue New York, NY 10022 |
| Ronald W. Allen | Chairman of the Board of Directors, President and Chief Executive Officer of Aaron's, Inc. | Aaron's, Inc. 309 East Paces Ferry Road Suite 1100 Atlanta, GA 30305 |
| Ana Botín | Chief Executive Officer of Santander UK plc, a leading financial services provider in the United Kingdom and subsidiary of Banco Santander S.A. Ms. Botín is a citizen of Spain. | Santander UK plc 2 Triton Square Regent's Place London NW1 3AN United Kingdom |
| Howard G. Buffett | President of Buffett Farms and President of the Howard G. Buffett Foundation, a private foundation supporting humanitarian initiatives focused on food and water security, conservation and conflict management | Howard G. Buffett Foundation 145 North Merchant Street Decatur, IL 62523 |
| Richard M. Daley | Executive Chairman of Tur Partners LLC, an investment and advisory firm focused on sustainable solutions within the urban environment | Tur Partners LLC 900 N. Michigan Avenue Suite 1720 Chicago, IL 60611 |
| Barry Diller | Chairman of the Board of Directors and Senior Executive of IAC/InterActiveCorp, a leading media and | IAC/InterActiveCorp 555 West 18th Street |

internet company

New York, New York
10011

| | | |
|------------------------|---|--|
| Helene D. Gayle | Chairman and Chief Executive Officer of ACE Limited, the parent company of the ACE Group of Companies, a global insurance and reinsurance company | CARE USA 151 Ellis Street, NE Atlanta, GA 30303 |
| Evan G. Greenberg | Chairman and Chief Executive Officer of ACE Limited, the parent company of the ACE Group of Companies, a global insurance and reinsurance company | ACE Group 1133 Avenue of the Americas 45th Floor New York, NY 10036 |
| Alexis M. Herman | Chair and Chief Executive Officer of New Ventures, LLC, a corporate consulting company | New Ventures, Inc. 633 Pennsylvania Avenue NW 3rd Floor Washington, D.C. 20004 |
| Robert A. Kotick | President, Chief Executive Officer and a Director of Activision Blizzard, Inc. an interactive entertainment software company | Activision Blizzard, Inc. 3100 Ocean Park Boulevard Santa Monica, CA 90405 |
| Maria Elena Lagomasino | Chief Executive Officer and Managing Partner of WE Family Offices, a multi-family office serving global ultra high net worth families | WE Family Offices 701 Brickell Avenue Suite 200 Miami, FL 33131 |
| Sam Nunn | Co-Chairman and Chief Executive Officer of the Nuclear Threat Initiative, a nonprofit organization working to reduce the global threats from nuclear, biological and chemical warfare | The Sam Nunn School of International Affairs Georgia Institute of Technology 781 Marietta Street, NW Atlanta, Georgia 30318 |
| James D. Robinson III | Co-Founder and General Partner of RRE Ventures, an early stage technology-focused venture capital firm; President of JD Robinson, Inc, a strategic advisory firm | RRE Investors, LLC 22nd Floor 126 East 56th Street |

New York, NY
10022

Peter V. Ueberroth Investor and Chairman of the Contrarian Group, Inc., a
business management company

The Contrarian
Group, Inc.
Suite 111
1071 Camelback
Street
Newport Beach,
CA 92660

EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY

| NAME | PRINCIPAL OCCUPATION OR EMPLOYMENT | ADDRESS |
|------------------------------|--|---------|
| Muhtar Kent | Chairman of the Board of Directors, President and Chief Executive Officer of The Coca-Cola Company | |
| Ahmet C. Bozer | Executive Vice President of The Coca-Cola Company and President of Coca-Cola International | |
| Alexander B. Cummings, Jr. | Executive Vice President and Chief Administrative Officer of The Coca-Cola Company | |
| J. Alexander M. Douglas, Jr. | Senior Vice President and Global Chief Customer Officer of The Coca-Cola Company and President of Coca-Cola North America | |
| Ceree Eberly | Senior Vice President and Chief People Officer of The Coca-Cola Company | |
| Irial Finan | Executive Vice President of The Coca-Cola Company and President, Bottling Investments and Supply Chain Mr. Finan is a citizen of Ireland. | |
| Bernhard Goepelt | Senior Vice President, General Counsel and Chief Legal Counsel of The Coca-Cola Company Mr. Goepelt is a citizen of Germany. | |
| Brent Hastie | Vice President of The Coca-Cola Company | |
| Nathan Kalumbu | President of the Eurasia and Africa Group of The Coca-Cola Company Mr. Kalumbu is a citizen of Zimbabwe. | |
| James Quincey | President of the Europe Group of The Coca-Cola Company Mr. Quincey is a citizen of the United Kingdom. | |
| Brian Smith | President of the Latin America Group of The Coca-Cola Company | |
| Atul Singh | Group President, Asia, Part of the Asia Pacific Group of The Coca-Cola Company | |
| Marcos de Quinto | Chief Marketing Officer of The Coca-Cola Company | |
| Clyde C. Tuggle | Senior Vice President and Chief Public Affairs and Communications Officer of The Coca-Cola Company | |
| Kathy N. Waller | Executive Vice President and Chief Financial Officer of The Coca-Cola Company | |

DIRECTORS OF ATLANTIC INDUSTRIES

| NAME | PRINCIPAL OCCUPATION OR EMPLOYMENT | ADDRESS |
|-----------------------|---|---------|
| Robert J. Jordan, Jr. | Vice President and General Tax Counsel of The Coca-Cola Company and Vice President and General Tax Counsel of Atlantic Industries | |
| Christopher P. Nolan | Treasurer of The Coca-Cola Company and Vice President and Treasurer of Atlantic Industries | |
| Larry M. Mark | Vice President and Controller of The Coca-Cola Company and Vice President and Controller of Atlantic Industries | |

EXECUTIVE OFFICERS OF ATLANTIC INDUSTRIES

| NAME | PRINCIPAL OCCUPATION OR EMPLOYMENT | ADDRESS |
|-----------------------|---|---------|
| Kathy N. Waller | Executive Vice President and Chief Financial Officer of The Coca-Cola Company and President and Chief Financial Officer of Atlantic Industries | |
| Bernhard Goepelt | Senior Vice President, General Counsel and Chief Legal Counsel of The Coca-Cola Company and Vice President and General Counsel of Atlantic Industries | |
| Robert J. Jordan, Jr. | Vice President and General Tax Counsel of The Coca-Cola Company and Vice President and General Tax Counsel of Atlantic Industries | |
| Christopher P. Nolan | Vice President and Treasurer of The Coca-Cola Company and Vice President and Treasurer of Atlantic Industries | |
| Larry M. Mark | Vice President and Controller of The Coca-Cola Company and Vice President and Controller of Atlantic Industries | |
| Stephen A. Kremer | Vice President of The Coca-Cola Company and Vice President of Atlantic Industries | |